

A03000001781

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

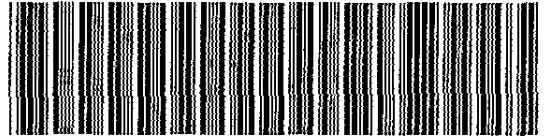
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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DIVISION OF CORPORATION

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TALLAHASSEE, FLORIDA



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December 22, 2003

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

RS Family Limited Liability Limited Partnership No. 3, LLLP

Filing Evidence

- Plain/Confirmation Copy
- Certified Copy

Type of Document

- Certificate of Status
- Certificate of Good Standing
- Articles Only
- All Charter Documents to Include Articles & Amendments
- Fictitious Name Certificate
- Other

File 1st

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 TALLAHASSEE, FLORIDA
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Retrieval Request

- Photocopy
- Certified Copy

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

X LP

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**CERTIFICATE OF LIMITED PARTNERSHIP OF
RS FAMILY LIMITED LIABILITY LIMITED PARTNERSHIP NO. 3, LLLP
A FLORIDA LIMITED LIABILITY LIMITED PARTNERSHIP**

The undersigned Officer of the General Partner desiring to form a partnership pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in Chapter 620 of the Florida Statutes, hereby states the following:

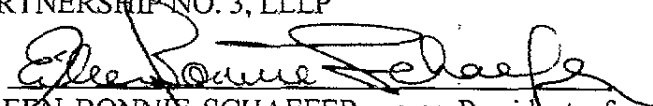
1. The name of the Partnership is the RS FAMILY LIMITED LIABILITY LIMITED PARTNERSHIP NO. 3, LLLP.
2. The address of the office of the Partnership is: P.O. Box 9312, Miami, Florida 33014.
3. The address of the agent for service of process of the Partnership is: 3 SW 129th Avenue, Suite 400, Pembroke Pines, Florida 33027 and the name of the initial registered agent is IRA KAPLAN.
4. The name and business address of the General Partner is: SCHAEFER FAMILY HOLDINGS, NO. 2, INC., P.O. Box 9312, Miami, Florida 33014. *P03 000-153 604*
5. The mailing address of the Partnership is the RS FAMILY LIMITED LIABILITY LIMITED PARTNERSHIP NO. 3, LLLP, P.O. Box 9312, Miami, Florida 33014.
6. The latest date upon which the Partnership shall dissolve is no later than December 31, 2053, unless the Partners agree to extend the term.

This Certificate is duly executed and is being filed in accordance with section 620.108 of the Florida Revised Uniform Limited Partnership Act (1986).

The execution of this Certificate by the undersigned Officer of the General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by EILEEN BONNIE SCHAEFER an Officer of SCHAEFER FAMILY HOLDINGS, NO. 2, INC. the General Partner of RS FAMILY LIMITED LIABILITY LIMITED PARTNERSHIP NO. 3, LLLP, this 19th day of December, 2003.

RS FAMILY LIMITED LIABILITY LIMITED
PARTNERSHIP NO. 3, LLLP

By: 
EILEEN BONNIE SCHAEFER, as co-President of
SCHAEFER FAMILY HOLDINGS, NO. 2, INC.,
General Partner

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA)
)
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned an Officer of the General Partner of the RS FAMILY LIMITED LIABILITY LIMITED PARTNERSHIP NO. 3, LLLP, a Florida Limited Liability Limited Partnership, certifies as follows:


The amount contributed and anticipated to be contributed by the limited partners at this time totals Twenty Five Million (\$25,000,000.00) Dollars.

This 19th day of December, 2003.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

RS FAMILY LIMITED LIABILITY LIMITED
PARTNERSHIP NO. 3, LLLP

By: 
EILEEN BONNIE SCHAEFER, as co-President of
SCHAEFER FAMILY HOLDINGS, NO. 2, INC.,
General Partner

STATE OF FLORIDA)
)ss.:
COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared EILEEN BONNIE SCHAEFER, personally known to me or who has produced known to me (type of identification) and has acknowledged before me that said person executed the foregoing freely and voluntarily for the purpose therein expressed, who did take an oath.

WITNESS my hand and official seal at said County and State, this 19th day of December, 2003.

Claire Rubloff
NOTARY PUBLIC, State of Florida

My Commission Expires:

10/12/2006

CLAIRE RUBLOFF
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # DD151738
EXPIRES 10/12/2006
BONDED TRW 1-688-NOTARY1

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for the RS FAMILY LIMITED LIABILITY LIMITED PARTNERSHIP NO. 3, LLLP, a Florida limited liability limited partnership (the "Partnership") in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby agree to accept service of process for said Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of the registered agent.

By: _____


IRA KAPLAN